

ART OF THE DEAL

January 1996

Professor Halpern Messrs. Glass, Nicholls and Orr

Faculty of Law University of Toronto

BORA LASKIN LAW LIBRARY

JAN 17 1996

FREED IV AT LAW

ART OF THE DEAL

January 1996

Professor Halpern Messrs. Glass, Nicholls and Orr

Faculty of Law University of Toronto

Digitized by the Internet Archive in 2018 with funding from University of Toronto

TABLE OF CONTENTS

Berle, Adolph, and Means, Gardner, <u>The Modern Corporation and Private Property</u> , 119-125
Sahlman, William A., "The Structure and Governance of Venture Capital Organizations", 27 <u>J. Fin. Econ</u> . 473 (1990)
Gompers, Paul and Lerner, Josh, "The Use of Covenants: An Empirical Analysis of Venture Partnership Agreement", Working paper, Harvard Business School 51.1
M&R, Chapter 5, pp. 1226-149
Goldberg, Victor P., "Relational Exchange: Economics and Complex Contracts", (1980), Chapter 1.2 in Victor P. Goldberg, ed., Readings in the Economics of Contract Law ("Readings") (Cambridge University Press, 1989)
Goldberg, Victor P., "Aversion to Risk Aversion in the New Institutional Economics", 146 Journal of Institutional and Theoretical Economics 216 (1990) 67
M&R, Chapter 5, pp. 149-159, and Chapter 6
Pauly, Mark V., "The Economics of Moral Hazard: Comment" (1968), Chapter 1.6 in Readings
Akerlof, George, "The Market for Lemons", (1970) Chapter 1.4 in Readings
Aircraft lease treatment of maintenance (Section 7(a)(ii) and inspection (Section 12) 96
Gilson, Ronald J., "Value Creation by Business Lawyers: Legal Skills and Asset Pricing", Yale L.J., pp. 239 and 269-280 (1984) ("Value Creation")

Freund, James, Anatomy of a Merger, pp. 242-248 (Law Journal Press, 1975)	. 110
Appendix to Gilson, Ronald J., <u>The Law and Finance of Corporate Acquisitions</u> ("Corpo Acquisitions") Form of acquisition agreement	
Easterbrook, Frank, and Fischel, Daniel, <u>The Economic Structure of Corporate Law</u> , pp. 232 and 238-243 (Harvard University Press, 1991)	
Shareholder agreement sections 6 (put/call) and 15 (non-compete)	149
Corporate Acquisitions, 1992 Supplement (Ronald J. Gilson and Bernard Black) Chap	
Credit Lyonnaise Bank Nederland, N.V. v. Pathe Communications Corporation 1991 277613 (Del Ch. 1991)	
Smith, Clifford and Warner, Jarold B., "On Financial Contracting: Analysis of I Covenants", 7 J. Fin. Econ. 117 (1979)	
Goldberg, Victor P. and Erickson, John, "Quantity and Price Adjustment in Long-T Contracts: A Case Study of Petroleum Coke", 30 J. of Law & Econ 369 (1987)	
Exxon Corporation v. PSI, 991 F. 2d 1265 (7th Cir., 1993)	254
PSE v. Exxon Coal USA, 17 F. 3d 969 (7th Cir., 1994)	264
Article VII of Exxon/PSI contract	268
Goldberg, Victor P., "Price adjustment in long term contracts", Chapter 9.3 in Reading	_
M&R, Chapter 8, pp. 259-269	277

Value Creation, pp. 280-293
Gilson, Ronald J., and Kraakman, Reiner, "Mechanisms of Market Efficiency", 70 <u>Va. L. Rev.</u> 549, 613-622 (1984)
Davis, Michael, The Documentary Credit Handbook, pp. 2-4 (Woodhead Faulkner, 1988)
Weil, Peter H., <u>Asset Based Lending: A Practical Guide to Secured Financing</u> , pp. 376-7 (Practising Law Institute, 1992)
M&R, Chapter 7, pp. 214-234; ch. 14
Goldberg, Victor P., "A relational exchange perspective on the employment relationship", (1984) Chapter 6.2 in <u>Readings</u>
Michael Siconolfi, "Salomon's Chief Stands to Hit the Jackpot", The Wall Street Journal, Thursday, May 5, 1994
Wolfson, Mark, "Empirical Evidence of Incentive Problems and their Mitigation in Oil and Gas Tax Shelter Programs", in John R. Pratt and Richard J. Zeckhauser, eds., Principles and Agents: The Structure of Business, pp. 101-125
Contractual Provisions - Earn-out for stockholder of company selling assets who remains as an employee of the buyer
M&R, Chapter 15, pp. 505-507
Holmstrom, Bengt, and Tirole, Jean, ''The Theory of the Firm III Capital Structure'', in Richard L. Schmalansee and Robert Willig, eds., <u>Handbook of Industrial Organization</u> I, pp. 79-86

Jensen, Michael, "The Eclipse of the Public Corporation", 67 Harvard Business Review (1989)	61 370
Rappaport, Alfred, "The Staying Power of the Public Corporation", 68 Harvard Busin Review 96 (1990)	
Thornton, Daniel, <u>Managerial Tax Planning: A Canadian Perspective</u> , (Wiley, 1993), Chap	
Lax and Sebenius, The Manager as Negotiator, Ch. 2, 5, and 6	420
Mnookin, Robert, "Why Negotiations Fail: an Exploration of Barriers to the Resolution Conflict", 8 Ohio State Journal of Dispute Resolution 235 (1993)	